

**BYLAWS
OF
THE CENTER FOR RESEARCH LIBRARIES**

Adopted 9 March 1949
Amended March 26, 1965
Amended 7 November 1984
Amended 10 January 1986
Amended 15 April 1988
Amended 10 March 1989
Amended 27 April 1990
Amended 21 April 1995
Amended 20 April 2007

ARTICLE I. Purposes

The purposes of the Center shall be those stated in the Articles of Incorporation. The Center shall have such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II. Offices

The Center shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III. Members

Section 1. Classes and Eligibility. The Center shall have two classes of members. The designation of such classes are as follows: (1) Voting Members; and (2) Affiliate Members. Institutions eligible for membership shall be any federal, state, county, or municipal body politic; any public board or agency; any non-profit educational institution; any non-profit library, educational, charitable, or scientific society, corporation, association, or trust. While an institution as a whole is eligible for membership, the institution's library is the principal participating unit within the Center's membership. Criteria for eligibility for each of the two classes of membership shall be determined by the Board of Directors and approved by the Voting Members.

Deleted: ; or any corporation, partnership, or proprietorship

Section 2. Election of Members. Members shall be elected by the Board of Directors, or the Executive Committee acting on behalf of the Board of Directors. An affirmative vote of a majority of the directors or of all Executive Committee members shall be required for election.

Section 3. Voting Rights. Each Voting Member shall be entitled to two votes on each matter submitted to a vote of the Voting Members, one vote to be cast by each Voting Member's two councilors. Affiliate Members shall have no voting rights.

Section 4. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of the Board may terminate the membership of any member that becomes ineligible, or suspend/expel any member that shall be in default in the payment of dues, fees, or charges fixed and levied in accordance with these bylaws.

Any member may resign by filing with the secretary of the Center a written notice of resignation signed by the president or other authorized agent of the member. Such notice must be filed with the secretary at least six months prior to the effective date of resignation stated on the notice, and the effective date of such resignation must coincide with the end of the fiscal year of the Center.

The Board of Directors may provide by regulation (a) for the residual rights, if any, of any institution ceasing to be a member of the Center, and (b) for the disposition of any books and other material deposited with the Center by such member.

The termination of membership of any institution, whether by resignation or by vote of the Board of Directors, shall not relieve such institution of the obligation to pay any dues, fees, or other charges accrued and unpaid before the date on which membership is terminated by vote of the Board of Directors. When the membership of a Voting Member is terminated, the Voting Member's representatives shall cease to serve as councilors and shall cease to serve the Center in any capacity to which they may have been elected.

Section 5. Reinstatement. Upon written request filed with the secretary of the Center, any former member may be reinstated to membership by the affirmative vote of two-thirds of the Board of Directors on such terms as the Board of Directors may deem appropriate.

ARTICLE IV. Meeting of Voting Members

Section 1. Manner of Meeting. The Voting Members shall meet as a council, consisting of two individuals designated by each Voting Member as "councilors". One of the councilors designated by each Voting Members shall be the head librarian, or acting head librarian of the Voting Member (unless some other library administrative officer is specifically designated by the Voting Member as its librarian councilor). The other individual shall be any non-librarian designated by the Voting Member as its second councilor.

Section 2. Annual Meeting. An annual meeting of the Voting Members shall be held each year for the transaction of such business as may come before the meeting. If the election of directors shall not be held on the day designated for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Voting Members called as soon thereafter as may be convenient.

Section 3. Special Meetings. Special meetings of the Voting Members may be called upon due

notice by the chair, a majority of the Board of Directors eligible to vote, or twenty per centum of all councilors.

Section 4. Place of Meetings. The annual meeting of the Voting Members shall be held at the registered office of the Center unless otherwise directed by the chair and may be held without other notice than this bylaw. Special meetings shall be held at the place designated by the chair. The chair may designate any place either within or without the State of Illinois for any annual meeting or for any special meeting of the Voting Members.

Section 5. Notice of Meetings. Written or printed notices stating the place, day, and hour of any special meeting of the Voting Members shall be delivered either personally or by mail or telegram to each Voting Member not less than thirty days before the date of such meeting by, or at the direction of, the chair, or the secretary, or the Board of Directors, or the persons calling the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the Voting Member at its address as it appears on the records of the Center, with postage thereon paid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Voting Members need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

Section 6. Manner of Acting. The act of a majority of the councilors present at a meeting at which a quorum is present shall be the act of the Voting Members, except where otherwise provided by law or by these bylaws. Action may be taken by the Voting Members on matters submitted to the Voting Members by mail, such action to become effective upon receipt by the secretary of written approval thereof by a majority of the members councilors, or by such other number of them as may be required by the matter being voted upon.

Section 7. Quorum. A majority of the Voting Members shall constitute a quorum at any meeting of the Voting Members. For the purposes of determining quorum, a Voting Member shall be deemed present if at least one of its designated councilors is present. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time, and no further notice of the time and place of re-convening is required.

Section 8. Proxies. A councilor may vote by proxy at any meeting of the Voting Members. Proxies must be executed in writing by the councilor or the councilor's duly authorized attorney in fact. No proxy shall be valid except for the meeting for which it is executed.

Section 9. Powers Reserved to the Voting Members. The powers reserved to the Voting Members are the following:

- a. To approve the criteria for eligibility for each of the two classes of membership as determined by the Board of Directors.
- b. To elect the Board of Directors of the Center as provided in Article V of these bylaws.

- c. To approve, except as provided in Article V, Section 1, the total of the budget of the Center and the total amount of dues, fees, or other charges to be levied against the members.
- d. To approve, in accordance with Article XI, Section 1 of these bylaws, the formula or principle determined by the Board of Directors by which the dues, fees, or other charges are to be levied against the members.
- e. To alter, amend, or repeal the bylaws of the Center, and to adopt new bylaws as provided in Article XIII of these bylaws.
- f. To advise the Board of Directors on matters referred to the Voting Members by the Board of Directors for advice, and on matters which the Voting Members may originate.

ARTICLE V. Board of Directors

Section 1. Powers. The management of the affairs of the Center, except as provided in Article IV of these bylaws, shall be vested in the Board of Directors. The Board of Directors shall be empowered to adjust periodically the total and the detail of the budget approved by the Voting Members provided that such adjustment does not raise the total by more than ten per centum nor reduce the total by more than ten per centum. When the total is raised, the new total of the budget shall not exceed the amount of current and available unallocated and unrestricted funds. The Board of Directors shall not alter the total amount of the dues, fees, or other charges to be levied against the members without approval of the Voting Members.

Section 2. Number of Qualifications. The Board of Directors shall consist of fifteen elected directors and one ex officio director. The elected directors shall be elected by the Voting Members. At least twelve of the fifteen elected directors shall be elected from among the councilors, and not less than six nor more than nine shall be elected from among the librarian councilors. No more than three of the elected directors may be persons who are not councilors. No two directors shall be the representatives of the same member. The president of the Center shall be a member of the Board of Directors ex officio.

Section 3. Terms of Office. The fifteen elected directors shall be elected for terms of three years' duration, with five directors being elected at each annual meeting of the Voting Members. No director may serve more than two three-year terms in direct succession. The term of office of an elected director shall begin at the close of the meeting during which the director is elected and shall continue, as long as he remains qualified, or until the close of the meeting at which the director's successor is elected.

Section 4. Vacancies. Should any elected director vacate his or her office by reason of death, resignation, failure to qualify, or for any other reason, the Voting Members shall elect a new director to complete the term of office so vacated.

Section 5. Compensation. Directors shall not receive any salary for their services as directors,

but this shall not be construed to preclude any director from serving the Center in any other capacity and receiving compensation for such other services.

Section 6. Regular Meetings. At least two regular meetings of the Board of Directors shall be held each year. One of those meetings shall be the annual meeting of the Board, which shall follow as closely as practical the annual meeting of the Voting Members. The annual meeting may be held without other notice than this bylaw. The Board of Directors may provide by a resolution the time and place either within or without the State of Illinois for the holding of the regular meetings of the Board without other notice than such resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chair or any four directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 8. Notice. Notice of any special meeting by the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the Center. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notices of such meeting unless specifically required by law or by these bylaws.

Section 9. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act of a majority of the directors entitled to vote and present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these bylaws. No director shall vote by proxy. Action may be taken by the Board on matters submitted to the directors by mail, such action to become effective upon receipt by the secretary of written approval thereof by majority of the directors, or by such other number of them as may be required by the matter being voted upon.

ARTICLE VI. Officers

Section 1. Officers. The officers of the Center shall be a chair, a vice-chair, a secretary, a treasurer, and a president, who shall be elected by the Board of Directors, and such other officers as the Board shall deem desirable, including assistant treasurers and assistant secretaries. Such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. The chair, the vice-chair, the secretary, the treasurer and the president (ex

officio) must be directors. Other officers may, but need not, be directors.

Section 2. Election and Terms of Office. The officers of the Center shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in their judgement, the best interests of the Center would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Chair. The chair shall preside at all meetings of the Voting Members, the Board of Directors, and the Executive Committee. The chair may sign, with the secretary or any other proper officer of the Center authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly and exclusively delegated by the Board of Directors, or by these bylaws, or by statute, to some other officer or agent of the Center. In general, the chair shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair. In the absence of the chair, or in the event of the chair's inability or refusal to act, the vice-chair shall perform the duties of the chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chair. The vice-chair shall perform such other duties as from time to time may be assigned to the vice-chair by the chair or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such sureties or surety as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Center, receive and give receipts for money due and payable to the Center from any source whatsoever, and deposit all such monies in the name of the Center in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws. In general, the treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the Board of Directors. If so decided by the Board of Directors, the offices of secretary and treasurer may be held by the same person.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the Voting

Members and of the Board of Directors, and of committees having any of the authority of the Board, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Center, and see that the seal of the Center is affixed to all documents, the execution of which, on behalf of the Center under its seal, is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member, councilor, and director which shall be furnished to the secretary by such member, councilor, and director; and, in general, perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned to the secretary by the chair, or by the Board of Directors. The secretary shall send copies of minutes of meetings of the Voting Members, the Board, and the committees, as the case may be, to such Voting Members, directors, or committee members.

Section 9. President. The president shall be the principal executive officer of the Center responsible for the execution of the policies and decisions of the Board of Directors and will, in general, supervise and control all of the business and affairs of the Center. The president may sign, with the secretary or any other proper officer of the Center authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly and exclusively delegated by the Board of Directors, or by these bylaws, or by statute, to some officer or agent of the corporation. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. The president shall make an annual report to the Board of Directors.

ARTICLE VII. Committees

Section 1. Nominating Committee. There shall be a Nominating Committee to nominate candidates for the Board of Directors. This committee shall consist of five persons appointed by the chair from among the councilors, and the chair shall designate one of them as the chair of the committee. Members of the Nominating Committee shall not be excluded from nomination.

Section 2. Executive Committee. There shall be an Executive Committee composed of not more than seven individuals, which shall be empowered to act for the Board of Directors during the interim periods between meetings of the Board subject to its ratification. The members of the Executive Committee shall be the chair, vice-chair, secretary, treasurer, president, immediate past chair, and chair of the board's program committee, if one is established.

Section 3. Other Committees. Other committees may be designated by a resolution adopted by a majority of the directors entitled to vote and present at a meeting at which a quorum is present. Unless otherwise provided in the resolution establishing the committee, the members of such committees shall be appointed by the chair of the Board, and one of them designated chair of the committee, and need not be members of the Board or councilors.

Section 4. Term of Office. Each member of an appointed committee shall continue for the term designated by the chair or by the Board of Directors, or if no term is stipulated, until the committee has completed its work and or reported, unless removed from the committee by the

chair of the Board, or unless the committee member resigns. Each member of an elected committee shall serve for the term for which the person was elected, unless the person resigns.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment or election.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII. Checks, Funds, and Gifts

Section 1. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Center shall be signed by such officer or officers, agent or agents, of the Center, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer and countersigned by the president, chair or the vice-chair of the Center.

Section 2. Deposits of Funds. All funds of the Center shall be deposited from time to time to the credit of the Center in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 3. Gifts. The Board of Directors may accept, on behalf of the Center, any contributions, gifts, bequests, or devises for the general purposes or for any special purpose of the Center.

ARTICLE IX. Books and Records

The Center shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Voting Members, Board of Directors, and committees having any of the authority of the Board of Directors. It shall keep at the registered or principal office a record giving the names and addresses of the members, councilors, and directors. All books and records of the Center may be inspected by any member or councilor, or by the agent or attorney of the member or councilor, for any proper purpose at any reasonable time.

ARTICLE X. Fiscal Year

The fiscal year of the Center shall begin on the first day in July of each year and end on the thirtieth day of June next succeeding.

ARTICLE XI. Dues and Service Charges

Section 1. Annual Dues and Charges. The Board of Directors may determine from time to time the amount of annual dues, fees, and other charges, payable to the Center by the members.

If so determined by the Board of Directors, the dues and service charges payable by the members may be graduated or varied according to some formula or principle. The total amount of dues or service charges, or both, levied upon the members, and the formula or principle by which the amount of such dues or charges paid by them is determined, must be approved by two-thirds of the councilors present at a meeting of the Voting Members at which a quorum is present.

Section 2. Payment of Dues and Charges. The dues, fees and other charges, assessed by the Board of Directors on the members shall be payable on the fifteenth day of July in each year unless otherwise provided by resolution of the Board of Directors. The dues, fees, and other charges so assessed on a new member shall be pro-rated from the first day of the month following which such new institution is elected a member for the remainder of the fiscal year of the Center. Other charges for the use of the Center or its services shall be paid as directed by the regulation of the Center relating thereto.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues or charges for a period of six months, its membership in the Center may thereupon be terminated by the Board of Directors in the manner provided in Article III of these bylaws.

ARTICLE XII. Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Center and the words "Corporate Seal, Illinois".

ARTICLE XIII. Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the councilors present at any regular meeting or at any special meeting of the Voting Members at which a quorum is present, provided that at least fifteen days' prior written notice is given of intention to alter, amend, or repeal, or to adopt new bylaws at such meetings.

ARTICLE XIV. Indemnification

The Center shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Center) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Center, to the full extent permitted under the Illinois General Not For Profit Corporation Act, as in effect from time to time.

ARTICLE XV. Dissolution

Upon dissolution of the Center, the assets of the Center shall be applied and distributed as follows:

- a. All liabilities and obligations of the Center shall be paid, satisfied, and discharged, or

adequate provision shall be made therefor.

- b. Assets held by the Center upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- c. Assets received and held by the Center subject to limitations permitting their use only for literary, educational, scientific, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more organizations exempt from income tax as organizations described in section 501(c)(3) of the Internal Revenue Code having as and pursuing purposes substantially similar to those of the Center, pursuant to a duly adopted plan of distribution.
- d. Any remaining assets shall be distributed to one or more organizations exempt from income tax as organizations described in section 501(c)(3) of the Internal Revenue Code for any one or more literary, educational, or scientific purpose or purposes, or to the federal government, or to a state or local government, for a public purpose, pursuant to a duly adopted plan of distribution, or by a court to one or more such organizations to be used in such manner as in the judgment of the court will best accomplish the purposes for which the Center was organized.